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ARMITAGE TECHNOLOGIES HOLDING LIMITED
(萬達資訊科技控股有限公司)*

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 8213)

**POSSIBLE CHANGE IN CONTROL
AND RESUMPTION OF TRADING**

This announcement is made pursuant to Rule 17.10 and 17.11 of the GEM Listing Rules and Rule 3.2 of the Takeovers Code.

The Board wishes to announce that the Board has been informed by Mr. Lee Shun Hon, Felix, who is an executive director of the Company and together with parties acting with him are the controlling shareholders of the Company, that he has been in a preliminary discussion with the Potential Investor, which (together with its ultimate beneficial owners) are third parties independent of and not connected with the Company and its connected persons (as defined in the GEM Listing Rules), regarding a possible disposal to the Potential Investor of all or part of the interest held by him and or his concert parties in the Company. The discussion is at a very preliminary stage and no major terms of the possible disposal has been finalized and is subject to further negotiations. The possible disposal if it is materialized, may result in the Potential Investor being required to make a mandatory offer for all issued Shares (other than those already owned by or agreed to be acquired by the Potential Investor and its concert parties) in accordance with Rule 26.1 of the Takeovers Code.

The Potential Investor may also consider providing funding to the Company in the form of convertible bonds. Furthermore, the Company may consider investing in an independent new project which may constitute as a notifiable transaction under the GEM Listing Rules.

There is no assurance that any transaction mentioned in this announcement will materialize or eventually be consummated. The Potential Investor may or may not proceed with any of the aforementioned transactions. Shareholders and prospective investors are advised to exercise caution when dealing in the Shares.

At the request of the Company, trading in the Shares on the Stock Exchange was suspended from 2:30 p.m. on 5 November 2009 pending the release of this announcement. Application has been made by the Company to the Stock Exchange for the resumption of trading in the Shares on the Stock Exchange with effect from 9:30 a.m. on 9 November 2009.

This announcement is made pursuant to Rule 17.10 and 17.11 of the Rules Governing the Listing of Securities on the Growth Enterprise Market of the Stock Exchange of Hong Kong Limited (the “**GEM Listing Rules**”) and Rule 3.2 of the Code on Takeovers and Mergers (the “**Takeovers Code**”).

Possible change in control

The board (the “**Board**”) of directors (the “**Directors**”) of Armitage Technologies Holding Limited (the “**Company**”) wishes to announce that the Board has been informed by Mr. Lee Shun Hon, Felix (“**Mr. Lee**”), who is an executive director of the Company and together with parties acting with him are the controlling shareholders of the Company, that he has been in a preliminary discussion with a potential investor (the “**Potential Investor**”), which (together with its ultimate beneficial owners) are third parties independent of and not connected with the Company and its connected persons (as defined in the GEM Listing Rules), regarding a possible disposal to the Potential Investor of all or part of the interest held by him and or his concert parties in the Company.

The discussion is at a very preliminary stage and no major terms of the possible disposal has been finalized and is subject to further negotiations. The possible disposal, if it is materialized, may result in the Potential Investor being required to make a mandatory offer for all issued shares of the Company (the “**Shares**”) (other than those already owned by or agreed to be acquired by the Potential Investor and its concert parties) in accordance with Rule 26.1 of the Takeovers Code. The Company will comply with the relevant requirements under the GEM Listing Rules and the Takeovers Code should there be any development on the negotiation as and when required.

The Potential Investor may also consider providing funding to the Company in the form of convertible bonds. Furthermore, the Company may consider investing in an independent new project which may constitute as a notifiable transaction under the GEM Listing Rules. The Company will ensure full compliance with Chapter 19 of the GEM Listing Rules and the requirements of Rule 4 of the Takeovers Code in respect of the transactions, if applicable.

There is no assurance that any transaction mentioned in this announcement will materialize or eventually be consummated. The Potential Investor may or may not proceed with any of the aforementioned transactions. Shareholders and prospective investors are advised to exercise caution when dealing in the Shares.

Issued Share capital

As at the date of this announcement, the relevant securities in issue comprise 750,000,000 Shares at a nominal value of HK\$0.01 per Shares. Other than the 750,000,000 Shares, there are no other relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) of the Company as at the date of this announcement. Mr. Lee, together with parties acting in concert with him hold 354,234,567 Shares, representing 47.23% of the existing issued share capital of the Company.

Offer period

For the purpose of the Takeovers Code, the offer period is deemed to have commenced on the date of this announcement, being 6 November 2009.

Disclosure of dealings

Associates (has the meaning ascribed thereto under the Takeovers Code) of the Company and the Potential Investor are reminded to disclose their dealings in the securities of the Company.

Resumption of trading

The Board has noted the recent increases in the price and trading volume of the Shares and wishes to state that save as disclosed in this announcement, it is not aware of any reasons for such increase.

The Board also confirmed that save as disclosed in this announcement, there are no negotiations or agreements relating to intended acquisition or realization which are discloseable under Chapters 19 and 20 of the GEM Listing Rules, neither is the Board aware of any matter discloseable under the general obligation imposed by Rule 17.10 of the GEM Listing Rules, which is or may be of a price-sensitive nature.

At the request of the Company, trading in the Shares on the Stock Exchange was suspended from 2:30 p.m. on 5 November 2009 pending the release of this announcement. Application has been made by the Company to the Stock Exchange for the resumption of trading in the Shares on the Stock Exchange with effect from 9:30 a.m. on 9 November 2009.

Responsibilities of stockbrokers, banks and other intermediaries

In accordance with Rule 3.8 of the Takeovers Code, the full text of Note 11 to Rule 22 of the Takeovers Code is reproduced below (whereby the terms used therein shall have the same meaning as those ascribed to them in the Takeovers Code):

“Stockbrokers, banks and others who deal in relevant securities on behalf of clients have a general duty to ensure, so far as they are able, that those clients are aware of the disclosure obligations attaching to associates and other persons under Rule 22 and that those clients are willing to comply with them. Principal traders and dealers who deal directly with investors should, in appropriate cases, likewise draw attention to the relevant Rules. However, this does not apply when the total value of dealings (excluding stamp duty and commission) in any relevant security undertaken for a client during any 7 day period is less than \$1 million.

This dispensation does not alter the obligations of principals, associates and other persons themselves to initiate disclosure of their own dealings, whatever total value is involved.

Intermediaries are expected to co-operate with the Executive in its dealings enquiries. Therefore, those who deal in relevant securities should appreciate that stockbrokers and other intermediaries will supply the Executive with relevant information as to those dealings, including identities of clients, as part of that co-operation.”

By order of the Board of
Armitage Technologies Holding Limited
Lee Shun Hon, Felix
Executive Director

Hong Kong, 6 November 2009

As at the date of this announcement, the Company’s executive directors are Mr. Lee Shun Hon, Felix, Ms. Jim Sui Fun and Mr. Lee Wai Yip, Alvin; the non-executive director is Dr. Liao, York; the independent non-executive directors are Mr. Anthony Francis Martin Conway, Mr. Chan Hang and Mr. Li Pak Ki.

This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Company. The Directors having made all reasonable enquiries, confirm that, to the best of their knowledge and belief: (1) the information contained in this announcement is accurate and complete in all material respects and not misleading; (2) there are no other matters the omission of which would make any statement in this announcement misleading; and (3) all opinions expressed in this announcement have been arrived at after due and careful consideration and are founded on bases and assumptions that are fair and reasonable.

All Directors jointly and severally accept full responsibility for the accuracy of the information contained in this announcement and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement, the omission of which would make any statement contained in this announcement misleading.